

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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OLD LADDER LITIGATION CO., LLC, as Litigation	:
Designee on behalf of the Liquidation Trust,	:
	:
Plaintiff,	:
vs.	:
	:
INVESTCORP BANK B.S.C., et al.,	:
	:
Defendants.	:
-----X	

08 cv 0876 (RMB)(THK)

**DECLARATION OF  
THOMAS J. SULLIVAN**

**ELECTRONICALLY FILED**

THOMAS J. SULLIVAN hereby declares as follows:

1. I am currently a managing director of Investcorp International Inc. I joined Investcorp in April 1996 and I became a member of the team managing Investcorp's investment in the Werner companies in 1997. I joined the boards of directors of Werner Holding Co. (PA), Inc., Werner Holding Co. (DE), Inc., and Werner Co. (collectively, "Werner" or the "Company") in 1999, and I remained on these boards of directors until after Werner declared bankruptcy in 2006. I have personal knowledge of the facts set forth in this declaration.

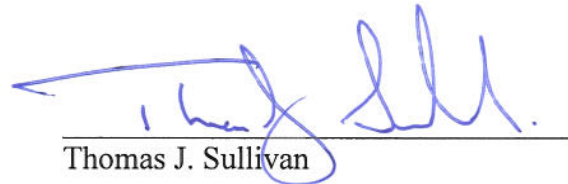
2. From the time I first became involved with Investcorp's investment with Werner in 1997 until the date of the Werner bankruptcy filings in 2006, the Company's operations were focused primarily in Greenville, Pennsylvania and Chicago, Illinois. The Werner company headquarters were located in Greenville, Pennsylvania, and Werner's business administration was directed from Greenville. Werner's sales functions were directed from its offices in Chicago, Illinois and Greenville, Pennsylvania. Werner did not have operations in New York.

3. From the time I first became involved with Investcorp's investment with Werner in 1997, the Werner companies regularly rotated meetings of the shareholders and boards

of directors between Pennsylvania, New York, and Illinois. After the 2003 recapitalization, the Werner companies also held formal meetings in California.

4. In addition to the formal meetings of shareholders and boards of directors of the Werner companies, there were many more informal meetings regarding Werner's day to day business operations, which meetings were almost exclusively held in Greenville, Pennsylvania and Chicago, Illinois during the period following Investcorp's investment in Werner until the Company declared bankruptcy in 2006. These included budget review meetings, operational review meetings, product review meetings and strategy meetings.

I declare under penalty of perjury that the foregoing is true and correct. Executed on May 30<sup>th</sup>, 2008.



Thomas J. Sullivan

AFFIDAVIT OF SERVICE

STATE OF NEW YORK     )  
  : ss.:  
COUNTY OF NEW YORK    )

Kenneth J. Horrmann, being duly sworn, deposes and says:

1. I am not a party to the action, am over 18 years of age and am employed by  
Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036.

2. On June 2, 2008, I served the following:

- *Notice of Motion,*
- *Opening Memorandum of Law in Support of Defendants' Joint Motions to Transfer Venue and to Dismiss the Complaint,*
- *Declaration of Michael D. Brooks,*
- *Declaration of Anthony W. Clark,*
- *Declaration of David M. Conn,*
- *Declaration of Daniel M. DiDomenico,*
- *Declaration of John J. Dylik,*
- *Declaration of Christopher G. Filardi,*
- *Declaration of Bruce B. Fischer,*
- *Declaration of Karen R. Garcell,*
- *Declaration of Vincent J. Garcell,*
- *Declaration of Edward W. Gericke,*
- *Declaration of Timothy K. Lewis,*
- *Declaration of Neal R. Martin,*
- *Declaration of Lisa A. Pressler,*
- *Declaration of John M. Remmers,*
- *Affidavit of Steven P. Richman,*
- *Declaration of Christopher J. Stadler,*
- *Declaration of Gary Stewart,*
- *Declaration of Thomas J. Sullivan,*
- *Declaration of Gregory W. Werkheiser,*
- *Declaration of Eric J. Werner; and*
- *Declaration of Michael S. Wong*

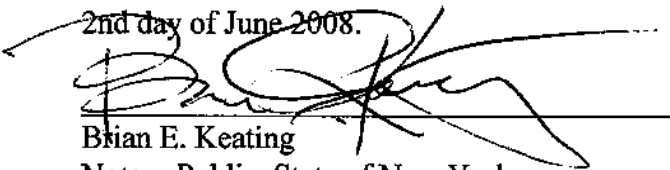
by first-class mail by depositing same in a post-paid properly addressed envelope, in an official  
depository under the exclusive care and custody of the U.S. Postal Service within the State of  
New York upon:

Kevin C. Walz  
8045 Bainbrook Drive  
Chagrin Falls, OG 44023

David A. Cardillo  
23 St. Glory Road  
Greenville, PA 16125

  
Kenneth J. Horrmann

Sworn to before me this  
2nd day of June 2008.

  
Brian E. Keating  
Notary Public, State of New York  
No. 01KE5009535  
Qualified in Westchester County  
Certificate Filed in New York County  
Commission Expires March 15, 2011